

BYLAWS

OF

EMERSON CHAMBER OF COMMERCE INC.

A NEW JERSEY NOT-FOR PROFIT CORPORATION

I. Name, Offices and Purposes

1.1 Corporate Name. The Corporation's official name shall be the EMERSON CHAMBER OF COMMERCE INC. In addition, it shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law.

1.2 Principal Office. The principal office of the Corporation shall be in the State of New Jersey. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State as the Board of Trustees may from time to time determine.

1.3 Other places of business. The board of Trustees may, at any time, establish offices at any location where the Corporation is qualified to do business.

1.4 Corporate Purpose. The Corporation has been organized exclusively for:

This Corporation is an association of persons, associations, corporations, partnerships or other business entities having the common interest of promoting, improving and advancing business conditions and interests in the community. This Corporation's activities will be directed to the improvement of business conditions as distinguished from the performance of particular services for individual persons.

This Corporation is organized and operated exclusively as a nonprofit corporation as set forth in Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), and is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Nonprofit Corporation Act.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any individual, member, shareholder, trustee, director, officer or other private person.

This Corporation will not perform particular services for individual persons and it will not engage in a regular business of a kind ordinarily carried on for profit. This Corporation shall be primarily engaged in activities or functions constituting the basis for its exemption.

II. Members

2.1 Membership. Membership is open to all persons over the age of eighteen (18) years who are interested in furtherance of the purposes of the Corporation. Each application for Membership

must be sponsored by a Member in good standing. Applications for membership shall be made in writing to the Board of Trustees and the application shall be regarded as a guarantee on the part of the applicant of their interest in the furtherance of the purpose of the Corporation and their adherence, if elected, to its bylaws, rules, and regulations. Election to membership shall require the affirmative vote of the majority of the Board of Trustees. The Corporation shall have Members who shall have all the rights and privileges of Members of the Corporation and shall be responsible for any membership dues assessed.

2.2 Multiple Memberships. Any person or entity eligible for membership may acquire more than one membership by undertaking to pay the annual dues for each such membership and may designate an individual to represent each such membership, subject to the approval of the Board of Trustees. Any person or entity holding more than one membership shall be entitled to cast only one vote except if individuals have been designated to represent said additional memberships then such individuals shall vote as members. Any person or entity holding more than one membership shall have the right at any time to change any or all of its representatives upon written notice to and approval of the Board of Trustees.

2.3 Honorary Membership. Distinction in public affairs may confer eligibility for honorary membership. Honorary membership shall include all the privileges of active membership, except that of holding office, with exemption from the payment of dues. Election to honorary membership shall require the affirmative vote of the majority of the Board of Trustees. An honorary membership may be revoked by the Board of Trustees at any time.

2.4 Removal. Members may be removed by the Board of Trustees for cause or for nonpayment of dues within a reasonable time fixed by the Board of Trustees. No member may be removed without the opportunity of a hearing before the Board of Trustees at a proposed time and place set by the Board and upon reasonable notice being given. An affirmative vote of a majority of the Board of Trustees shall be necessary to remove a member. A removed member shall have the right to appeal to the entire membership, and, upon their written request, he/she shall be allowed to make such an appeal at the next member meeting.

2.5 Termination. The death, resignation or removal of a member shall terminate their membership. The termination of a membership shall work as a forfeiture of all the interest of the member in and to the Corporation, and the member shall thereafter have no right thereto or any part thereof. The substitution of a new assignee for the holder of a plural membership shall not cause the termination of a particular membership.

2.6 Meetings. The President or Board of Trustees may provide for holding membership meetings whenever it may be considered necessary or desirable.

2.7 Annual Meetings. The purpose of the annual meeting of Members is to elect Trustees and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at the times and places designated by the Board of Trustees or the President of the Corporation. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of Members. However,

failure to hold an annual meeting timely shall in no way affect the terms of Officers or Trustees of the Corporation or the validity of actions of the Corporation.

2.8 Special Meetings. Special meetings of Members may be called by the President or by a majority of the Board of Trustees then in office or by Members having ten percent or more of the outstanding votes of the Corporation. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

2.9 Place of Meeting. The Board of Trustees may designate any place as the place of meeting for any meeting of Members.

2.10 Quorum. At all membership meetings, five percent of the members in good standing shall constitute a quorum.

2.11 Notice. Notice of both regular and special meetings shall be given to each member in person, via email or by mailing notice to the last known post office address of the member at least five days in advance of the meeting.

2.12 Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

2.13 Action Without Meeting. Any action of the Members may be taken without a meeting, if (1) the corporation provides advance notice setting forth the proposed action, (2) the proposed action is not consummated before the date of the meeting, (3) the notice sets forth the action proposed and is consented to in writing by members who would have been entitled to cast a majority of votes had a meeting been held.

2.14 Votes. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members except in the case of Multiple Memberships which is as set forth above in paragraph 2.2.

2.15 Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the Member or his otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

III. Board of Trustees

3.1 General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the nonprofit Corporation statutes concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under

the authority of the Board of Trustees, and the management and affairs of the Corporation shall be controlled by the Board of Trustees.

3.2 Number, Qualification, Election and Tenure. The number of Trustees shall be the number of Trustees elected from time to time in accordance with these Bylaws, but shall never be less than four. The number of Trustees may be increased or decreased from time to time by election in accordance with these Bylaws. Trustees shall be elected by the Members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

3.3 Annual Meetings. The Board of Trustees shall hold its annual meeting at the same place as and immediately following each annual meeting of Members for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Trustees are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Trustees shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Trustees.

3.4 Regular Meetings. Regular meetings of the Board of Trustees may be held without notice at such time and at such place as shall be determined from time to time by the Board of Trustees.

3.5 Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman of the Board (if there is one), the President or any Trustee. The person or persons authorized to call special meetings of the Board of Trustees may fix a reasonable time and place for holding them.

3.6 Telephone Meetings. Trustees may participate in meetings of the Board of Trustees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

3.7 Action Without Meeting. Any action of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Trustees is filed in the minutes of the Board of Trustees. Such consent shall have the same effect as a unanimous vote.

3.8 Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by e-mail to each Trustee. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Trustee may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Trustee states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

3.9 Quorum and Voting. A majority of Trustees in office shall constitute a quorum for the transaction of business. The vote of a majority of Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees. If less than a quorum is present, then a majority of those Trustees present may adjourn the meeting from time to time without notice until a quorum is present.

3.10 Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees even though it is less than a quorum of the Board of Trustees, unless otherwise provided by law or the Articles of Incorporation. A Trustee elected to fill a vacancy shall hold office only until the next election of Trustees by the Members. Any vacancy to be filled by reason of an increase in the number of Trustees shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

3.11 Removal. At any meeting of Members called expressly for that purpose, any Trustee or Trustees may be removed from office, with or without cause, by vote of holders of a majority of the outstanding shares then entitled to vote at an election of Trustees. New Trustees may be elected by the Members for the unexpired terms of Trustees removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Trustees, and if the Members did not intend to decrease the number of Trustees to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

3.12 Presumption of Assent. A Trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

V. Officers

4.1 Officers. The Officers of this Corporation shall be a President, Secretary and Treasurer, each of whom shall be elected by the Board of Trustees. A Chairman of the Board, Vice President, and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Trustees from time to time. Any two or more offices may be held by the same person. A failure to elect a President, Secretary or Treasurer shall not affect the existence of the Corporation.

4.2 Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Trustees at its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

4.3 Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Trustees whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any

contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

4.4 Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Trustees for the unexpired terms of such offices.

4.5 Duties. The Chairman of the Board, or the President if there is no Chairman of the Board, shall preside at all meetings of the Board of Trustees and of the Members. The President shall be the chief executive officer of the Corporation. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Trustees.

4.6 Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Trustees, the Board may delegate his powers or duties to any other Officer or to any other Trustee.

V. Executive and other Committees

5.1 Creation of Committees. The Board of Trustees may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

5.2 Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of the Corporation in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Trustees creating such Executive Committee, such powers of the Board of Trustees as can be lawfully delegated by the Board.

5.3 Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Trustees as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

5.4 Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon three (3) days-notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally, email, or in the manner provided in these Bylaws pertaining to notice for Trustee meetings.

5.5 Vacancies. Vacancies on the Executive Committee or on other committees shall be filled by the Board of Trustees then in office at any regular or special meeting of the Board of Trustees.

5.6 Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee members then in office shall constitute a quorum for the transaction of business.

5.7 Manner of Acting. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

5.8 Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Trustees when required.

VI. Books, Records and Reports

6.1 Report to Members. The Corporation shall send an annual report to the Members of the Corporation not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date.

6.2 Inspection of Corporate Records. Any person who is a Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation. Upon the written request of any Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Member, in person or by agent.

VII. Non-Profit Operation

7.1 The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Trustees or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Trustees and Officers without violating this provision.

7.2 Fees, Salary or Remunerations. No trustee or officer shall receive a fee, salary or remuneration of any kind for his or her services as a Trustee or Officer. The Corporation may, however, reimburse Trustees or Officers for reasonable expenses incurred by them and approved by the Board of Trustees.

VIII. Fiscal year

8.1 Fiscal Year. The fiscal year of the Corporation shall be the period selected by the Board of Trustees as the fiscal year of the Corporation.

IX. Seal

9.1 Seal. If a Seal is deemed necessary, it shall bear the name of the Corporation.

X. Indemnification

10.1 Indemnification. The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the New Jersey Nonprofit Corporation Act.

XI. Amendments

11.1 Amendments. These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board of Trustees; provided that any Bylaws or amendments thereto as adopted by the Board of Trustees may be altered, amended or repealed by vote of the Members, or a new Bylaw in lieu thereof may be adopted by the Members. No Bylaw which has been altered, amended, repealed or adopted by such a vote of the Members may be altered, amended or repealed by a vote of the Board of Trustees for a period of two years after the action of the Members.

XII. Contributions and Dissolution

12.1 Contributions. The Corporation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the Corporation's purpose as hereinabove stated. The Corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.

12.2 Dissolution of the Corporation. Upon dissolution of the Corporation, the Board of Trustees shall utilize the Corporation's assets for the payment of all obligations and liabilities. Any remaining assets will be disposed of in a manner consistent with the Corporation's purpose as hereinabove stated.

XIII. Miscellaneous Provisions

13.1 Disbursements. No disbursements of the funds of the Corporation shall be made unless the same shall have been approved, authorized and ordered by the Board of Trustees. All disbursements shall be made by check. Checks shall be signed by at least two officers of the Corporation.

13.2 Robert's Rules of Order. The proceedings of all meetings shall be governed by and according to the latest edition of Robert's Rules of Order.

13.3 Effect of headings. Headings have been used throughout these bylaws as a matter of convenience. Such headings shall not be deemed interpretative of the contents of the Corporations Bylaws.

13.4 Gender and number. The masculine singular has been used throughout these bylaws as a matter of convenience. All such words shall be read to include more than one gender or person as the context may require.

13.5 Conflicts of interest. The Corporation, through its board of trustees or any committee thereof, shall not enter into a contract or transaction with any of its officers or trustees or with any other entity in which its officers or trustees have a substantial financial interest or serve as an officer, director, or trustee unless material facts about such affected officer's or trustee's interest or position are disclosed or known to: (a) the board or a committee thereof and the board or committee authorizes, approves, or ratifies the contract or transaction by unanimous written consent, provided at least one trustee so consenting is a disinterested party, or by affirmative vote of a majority of the disinterested trustees, even though the disinterested trustees constitute less than a quorum; or (b) the members, if any, and they authorize, approve or ratify the contract or transaction.

13.6 Applicability of New Jersey law. The Corporation has been formed pursuant to the laws of the State of New Jersey. These bylaws shall be construed in accordance with the New Jersey Nonprofit Corporation Act and any other applicable laws.

Adopted on this day of January 14, 2020, by the Board of Trustees.

Giovanni Mazzei, Trustee

Daniel O'Brien, Trustee

Laura Litchult, Trustee

Brian Murray, Trustee